FORM D

IINITED STATES

ECURITES AND	LAUDAN	TE COM
Washi	ngton, D.C.	20549

FORM D

OMB Number:	3235-0076
Expires:	April 30, 2008
Estimated average	ge burden
hours per respor	se 16.00

OMB APPROVAL



NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, **SECTION 4(6), AND/OR** UNIFORM LIMITED OFFERING EXEMPTION

SEC USE ONLY								
Prefix	Serial							
DATE	RECEIVED							

Name of Offering (☐ check if this is an amendment and name has changed, and indicate change.)										
Series B Preferred Shares										
Filing Under (Check box(es) that apply):	☐ Rule 504 ☐ Rule 505 ☒ Rule 50	06 Section 4(6) ULOE								
Type of Filing:	★ Amendment - To April 2, 2007 Filing	137								
	A. BASIC IDENTIFICATION DATA	OCT 82007								
1. Enter the information requested about the										
	dment and name has changed, and indicate change	185								
XVD Technology Holdings Limited										
Address of Executive Offices	(Number and Street, City State, Zip Code) Te	elephone Number (Including Area Code)								
Universal House, Shannon Business	Park, Shannon, Co. Clare, Ireland	353 61 718517 V								
Address of Principal Business Operations		elephone Number (Including Area Code)								
(if different from Executive Offices)	PROCESS	ED								
Brief Description of Business										
Technology Company	OCT 2 5 2002									
Type of Business Organization	THOMSON									
☐ corporation	limited partnership, already for MANCIAL	other (Company Limited by Shares):								
□ business trust	☐ limited partnership, to be formed									
	Month Year									
Actual or Estimated Date of Incorporation	or Organization: 0 8 0 6	Actual								
	Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: (Exter two-letter U.S. Postal Service abbreviation for State: (Exter two-letter U.S. Postal Service abbreviation for State:									

GENERAL INSTRUCTIONS

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This Notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

A. BASIC IDENTIFICATION DATA 2. Enter the information requested of the following: Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% more of a class of equity securities of the issuer; Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers. General and/or □ Director □ Executive Officer Check Box(es) that Apply: □ Promoter ⊠ Beneficial Owner Managing Partner Full Name (Last name first, if individual) Coba International Business or Residence Address (Number and Street, City, State, Zip Code) Universal House, Shannon Business Park, Shannon, Co. Clare, Ireland ☐ Executive Officer □ Director □ General and/or ☐ Beneficial Owner ☐ Promoter Check Box(es) that Apply: **Managing Partner** Full Name (Last name first, if individual) **Andrew Ryan** Business or Residence Address (Number and Street, City, State, Zip Code) Universal House, Shannon Business Park, Shannon, Co. Clare, Ireland □ General and/or ☑ Director Check Box(es) that Apply: ☐ Promoter □ Beneficial Owner Managing Partner Full Name (Last name first, if individual) **Keith Dunford** Business or Residence Address (Number and Street, City, State, Zip Code) Universal House, Shannon Business Park, Shannon, Co. Clare, Ireland □ General and/or ☐ Beneficial Owner ☐ Executive Officer □ Director Check Box(es) that Apply: ☐ Promoter Managing Partner Full Name (Last name first, if individual) George Hara Business or Residence Address (Number and Street, City, State, Zip Code) Universal House, Shannon Business Park, Shannon, Co. Clare, Ireland ☐ General and/or □ Executive Officer ☐ Beneficial Owner Check Box(es) that Apply: ☐ Promoter Managing Partner Full Name (Last name first, if individual) Kyoko Watanabe Business or Residence Address (Number and Street, City, State, Zip Code) Universal House, Shannon Business Park, Shannon, Co. Clare, Ireland ☐ Executive Officer □ Director □ General and/or □ Beneficial Owner Check Box(es) that Apply: ☐ Promoter Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) □ General and/or ☐ Executive Officer □ Director Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Managing Partner

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?					B. IN	FUKMA.	IION ABC	JUI OFFI	- KIIIO				
2. What is the minimum investment that will be accepted from any individual? 3. Does the offering permit joint ownership of a single unit?	1. Has the	issuer sold	l, or does t							ing?	Yes		o 🗵
2. What's the infilimiture intersection with the acceptance with the acceptance of the permit joint ownership of a single unit?		•		Aı	iswer also i	n Appendi	k, Column 2	, if filing un	der ULOE.				
4. Eater the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or splicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. N/A Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Name of Associated Broker or Dealer States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual states)	2. What is	the minim	um investr	ment that v	vill be acce	epted from	any indivi	idual?			\$	N/A	<u> </u>
4. Eater the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or splicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. N/A Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Name of Associated Broker or Dealer States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual states)	3. Does th	e offering	permit join	it ownershi	ip of a sing	ele unit?			• • • • • • • • • • • • • • • • • • • •	•••••	Yes		ο⊠
Full Name (Last name first, if individual)	4. Enter to similar an assort dear information	the informater remunerated per color of the	ation reque tion for solution son or agent ore than five	ested for eaticitation on the of a broke ve (5) pers	ich person of purchase ker or deal sons to be	who has it is in confer register	been or will action with red with the	ll be paid on the sales of second/ e SEC and/	or given, d ecurities in or with a s	irectly or ir the offerir tate or state	ndirectly, a ng. If a pe ss, list the i	iny commi rson to be name of th	e broker
Name of Associated Broker or Dealer	Full Name	(Last nam	e first, if ir	ndividual)									
Name of Associated Broker or Dealer	Rusiness	r Recidenc	γ Address	(Number :	and Street	City Stat	e. Zip Code	e)		<u> </u>			
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers	Dusiness	/I Resident	~ 1 tdd1033	(1 (dilibor (·•, — •						
Check "All States" or check individual states)	Name of A	Associated	Broker or l	Dealer									
Check "All States" or check individual states)	States in V	Which Pers	on Listed I	las Solicit	ed or Inten	ds to Soli	cit Purchas	ers	· <u>-</u>				
IL													
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Ri	IL 🖸	IN 🗆	IA 🗆	KS 🗆	KY 🗆	LA 🗆	ME 🗖	MD 🗆	MA 🗆	мі 🛘			
Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Name of Associated Broker or Dealer States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual states)	MT 🗆	NE 🗖	NV 🗆	ин 🗆	NJ 🗖	NM 🗆	NY 🗖	NC 🗆		он 🛚			
Name of Associated Broker or Dealer						UT 🗖	VT 🗖	VA 🗆	WA 🗆	w 🗆	WI 🗆	WY 🗆	PR 🗆
Name of Associated Broker or Dealer	Full Name	e (Last nan	ne first, if i	ndividual)									
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual states)	Business	or Residen	ce Address	(Number	and Street,	City, Sta	te, Zip Cod	e)					
All States All Care Ak Az AR CA CO CT DE DC FL GA HI D D	Name of A	Associated	Broker or	Dealer					_				
AL	States in V	Which Pers	on Listed	Has Solicit	ted or Inter	nds to Soli	icit Purchas	sers				ПА	II States
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Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Name of Associated Broker or Dealer States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual states)													PR 🗆
Business or Residence Address (Number and Street, City, State, Zip Code) Name of Associated Broker or Dealer States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual states)													······································
Name of Associated Broker or Dealer States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual states)													
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual states)	Business	or Residen	ce Address	(Number	and Street	, City, Sta	te, Zip Coc	le) 					
(Check "All States" or check individual states). □ All States AL □ AK □ AZ □ AR □ CA □ CO □ CT □ DE □ DC □ FL □ GA □ HI □ ID □ IL □ IN □ IA □ KS □ KY □ LA □ ME □ MD □ MA □ MI □ MN □ MS □ MO □ MT □ NE □ NV □ NH □ NJ □ NM □ NY □ NC □ ND □ OH □ OK □ OR □ PA □	Name of	Associated	Broker or	Dealer			_						
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	C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AN	D US	E OF PROCEE	DS	
	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box \square and indicate in the columns below the amounts of the securities for exchange and already exchanged.		Aggregate	ı	Amount Already
	Type of Security	C	Offering Price		Sold
	Debt	\$		\$. 500 000
	Equity	\$	10,000,000	\$	4,700,000
	□ Common □ Preferred	•		s	
	Convertible Securities (including warrants)	\$			
	Partnership Interests	\$		\$	
	Other (Specify)			\$	4.500.000
	Total	\$	10,000,000	\$	4,700,000
	Answer also in Appendix, Column 3, if filing under ULOE.				
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if the answer is "none" or "zero."				
		NI.	ımber Investors		Aggregate Dollar Amount of Purchases
				•	
	Accredited Investors		2	\$	4,700,000
	Non-accredited Investors			\$	0
	Total (for filings under Rule 504 only)			\$	
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1.		Type of		Dollar Amount
	Type of Offering		Security		Sold
	Rule 505		 -	\$	
	Regulation A			\$	
	Rule 504			\$	
	Total		<u> </u>	2	
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.				
	Transfer Agent's Fees			\$	
	Printing and Engraving Costs			\$	
	Legal Fees			\$	100,000
	Accounting Fees			\$	
•	Engineering Fees			\$;
	Sales Commissions (specify finders' fees separately)			\$	<u> </u>
	Other Expenses (identify)			\$	
	Total			\$	100,000

	C. OFFERING PRICE, NUMBER OF INVESTORS, EX		525	28.2 002 01 1			
	 b. Enter the difference between the aggregate offering price given in Part C - Question 1 and total expenses furnished in response to Part C 4.a. This difference is the "adjusted gross proceeds to the issuer." 	- Qı	estio	n		\$	9,900,000
•	Indicate below the amount of the adjusted gross proceeds to the issiproposed to be used for each of the purposes shown. If the amount for is not known, furnish an estimate and check the box to the left of the estotal of the payments listed must equal the adjusted gross proceeds to the forth in response to Part C – Question 4.b above.						
	forth in response to 1 air c - Question 4.0 above.			Payments to Officers, Directors & Affiliates			Payments to Others
	Salaries and fees	X	\$	2,070,000		\$	
	Purchase of real estate	0	\$			\$	
	Purchase, rental or leasing and installment of machinery and equipment		\$		図	\$	200,000
	Construction or leasing of plant buildings and facilities		\$		X	\$	100,000
	Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)		s		_	\$	
	Repayment of indebtedness		\$		_	\$	
	Working capital		s		×	\$	530,000
			\$		🔀	\$	7,000,000
	Other (specify): Technology Acquisitions	_	•			•	
			\$		0	\$	
	Column Totals		\$	2,070,000		\$	7,830,000
	Total Payments Listed (column totals added)			⊠ \$	- 9,	900,0	000_
	D. FEDERAL SIGNAT	_	<u> </u>				
tł W	the issuer has duly caused this notice to be signed by the undersigned duly be following signature constitutes an undertaking by the issuer to furnish ritten request of its staff, the information furnished by the issuer to any ule 502.	to th	e U.S	S. Securities and E	xcnan	ge Co	ommission, upon
Is	suer (Print or Type) Signature	Y		Da	te		
	XVD Technology Holdings Limited			10	/05/20	07	
N	Title of Signer (Print or Type) Title of Signer (Print or Type)	(уре)	-				
	Keith Dunford President and CEO	•					

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

	E. STATE SIGNATURE
Is any party described in 17 CFR 230.262 j such rule?	presently subject to any of the disqualification provisions of Yes \(\Boxed{\square}\) No \(\Boxed{\square}\)
s	ee Appendix, Column 5, for state response.
2. The undersigned issuer hereby undertakes on Form D (17 CFR 239.500) at such times	to furnish to any state administrator of any state in which this notice is filed a notice is as required by state law.
The undersigned hereby undertakes to furnissuer to offerees.	aish to the state administrators, upon written request, information furnished by the
Uniform Limited Offering Exemption (UL	issuer is familiar with the conditions that must be satisfied to be entitled to the OE) of the state in which this notice is filed and understands that the issuer claiming urden of establishing that these conditions have been satisfied.
The issuer has read this notification and knows a undersigned duly authorized person.	the contents to be true and has duly caused this notice to be signed on its behalf by the
Issuer (Print or Type) XVD Technology Holdings Limited	Signature Date 10/05/2007
Name (Print or Type)	Title (Print on Type)
Keith Dunford	President and CEO

Instruction:

Keith Dunford

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

•	·			AP	PENDIX						
1	2 3 4								5		
			Type of security		Disqualification under State						
	Intend	to sell	and aggregate		ULOE						
	to non-ac		offering price		(if yes, attach explana-						
1	investors		offered in State		tion of waiver granted) (Part E-Item 1)						
	(Part B-	Item 1)	(Part C-Item 1)		(Pan	C-Item 2)		(Part E-	iteiti 1)		
				Number of Accredited		Number of Non-Accredited			Ì		
State	Yes	No		Investors	Amount	Investors	Amount	Yes	No		
AL											
AK	<u> </u>										
AZ							<u> </u>				
AR											
CA											
CO											
CT									N N		
DE		X	Preferred Shares	2	4,700,000	0	N/A	무			
DC			<u> </u>			 - 					
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